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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
**INSPIRED CAPITAL, LLC, and ERICA  
GARY**, derivatively on behalf of **INSPIRED  
FOOD SOLUTIONS, LLC**,

Plaintiffs,

vs.

**CONDE NAST**, an unincorporated division of  
Advance Magazine Publishers, Inc., and  
**FREMANTLEMEDIA NORTH AMERICA,  
Inc.**, a foreign corporation,

Defendants.  
-----X

No. 18-cv-00712 (JFK)

**MEMORANDUM OF LAW IN SUPPORT OF  
DEFENDANT FREMANTLEMEDIA NORTH AMERICA, INC.'S  
MOTION TO DISMISS THE COMPLAINT**

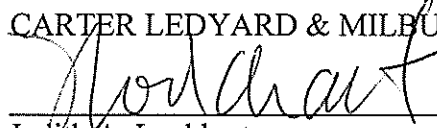
Defendant FremantleMedia North America, Inc. (“Fremantle”) respectfully submits this memorandum of law, and further adopts and relies on the Memorandum of Law and Declaration of Cynthia E. Neidl dated April 9, 2018 (and the exhibits annexed thereto) submitted by Condé Nast on April 9, 2018 in support of its Motion to Dismiss, in support of Fremantle’s motion to dismiss the Complaint pursuant to Fed. R. Civ. P. 12(b)(6) and 12(b)(7).

Fremantle serves as Condé Nast’s licensing agent and authorized representative. Complaint ¶ 9, Ex. C. at 1. The allegations set forth in the Complaint against Fremantle and Condé Nast are substantively identical. More specifically, all of the causes of action in the Complaint are asserted against Condé Nast and Fremantle and the allegations forming the basis of these claims are all commonly asserted against Condé Nast and Fremantle (*see e.g.* Complaint ¶¶ 31-88). Accordingly, for the same reasons set forth in Condé Nast’s Memorandum of Law in Support of Motion to Dismiss the Complaint filed on April 9, 2018, Fremantle joins Condé Nast in respectfully requesting that the Motion to Dismiss be granted and the Complaint be dismissed in its entirety and with prejudice.

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Dated: New York, New York  
April 9, 2018

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